

P97000069256



ACCOUNT NO. : 072100000032

REFERENCE : 492266 9104A

AUTHORIZATION : Patricia P.

COST LIMIT : \$ 70.00

ORDER DATE : August 11, 1997

ORDER TIME : 10:54 AM

ORDER NO. : 492266-005

CUSTOMER NO: 9104A

000002266266--9

CUSTOMER: Ms. Lori L. Ammons
HOLLAND & KNIGHT

Suite 1600
200 Central Avenue
St. Petersburg, FL 33701

DOMESTIC FILING

NAME: REPRODUCTIVE MEDICAL
ASSOCIATES, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Warren Whittaker

EXAMINER'S INITIALS:

FILED
97 AUG 11 PM 12:01
TALLAHASSEE, FLORIDA

RECEIVED
97 AUG 11 AM 11:26
DIVISION OF CORPORATION

SN AUG 11 1997

FILED
97 AUG 11 PM 12:01
SECRET
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
Reproductive Medical Associates, Inc.

The undersigned, as incorporator, forms a corporation within the meaning of the applicable provisions of Florida Statutes, Chapter 607.

ARTICLE I.

NAME

The name of this Corporation is Reproductive Medical Associates, Inc.

ARTICLE II.

PRINCIPAL OFFICE

The initial principal address of this Corporation is:

410 St. Andrews Drive, Belleair, FL 34616.

ARTICLE III.

REGISTERED OFFICE AND REGISTERED AGENT

The name of the initial Registered Agent of this Corporation and the street address of the Registered Office are as follows:

Name: Edward A. Zbella, M.D.

Address: 410 St. Andrews Drive
Belleair, FL 34616

ARTICLE IV.

INCORPORATOR

The name and address of the Incorporator of this Corporation are:

Name: Richard O. Jacobs

Address: Holland & Knight LLP
One Progress Plaza
200 Central Avenue, Suite 1600
P.O. Box 3542
St. Petersburg, FL 33731-3542

ARTICLE V.

CAPITAL STOCK

This Corporation is authorized to issue 1,000,000 shares of \$.01 par value common stock.

ARTICLE VI.

PREEMPTIVE RIGHTS

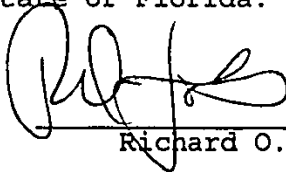
The holders of issued and outstanding shares shall be entitled to preemptive rights within the meaning of Florida Statutes, Chapter 607.

ARTICLE VII.

EFFECTIVE DATE OF ARTICLES

These Articles shall be effective upon filing with the Secretary of State.

IN WITNESS WHEREOF, the undersigned, as incorporator, has hereunto set the undersigned's hand and seal this 2 day of August, 1997, for the purpose of organizing this Corporation under the laws of the State of Florida.

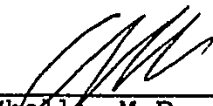


Richard O. Jacobs

ACKNOWLEDGMENT:

Having been named to accept service of process for the above-stated Corporation, at the place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.

Date: August 8, 1997.


Edward A. Zhella, M.D.

FILED
AUG 11 PM 12:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA